

Andrew L. Morrison (AM 1071)  
Zoe F. Feinberg (ZF 7705)  
REED SMITH LLP  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 521-5400

Michael E. Lowenstein (ML 5876)  
Kathleen M. K. Matthews (KM 9138)  
REED SMITH LLP  
435 Sixth Avenue  
Pittsburgh, Pennsylvania 15219  
Telephone: (412) 288-3131

*Attorneys for rue21, Inc.*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
PEGASUS INTEGRATED CONSULTING, CORP.,

Plaintiff,

-against-

rue21, INC.

Defendant.  
-----X

Case No. 07 CV 3245 (WAP)

**NOTICE OF MOTION  
TO ADMIT COUNSEL  
PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern District of New York, Andrew L. Morrison, a member in good standing of the Bar of this Court, hereby moves for an Order allowing the admission *pro hac vice* of

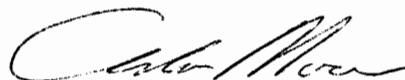
1. Michael E. Lowenstein  
REED SMITH LLP  
435 Sixth Avenue  
Pittsburgh, Pennsylvania 15219  
Telephone: (412) 288-3131  
Facsimile: (412) 288-3063
2. Kathleen M. K. Matthews  
REED SMITH LLP  
435 Sixth Avenue  
Pittsburgh, Pennsylvania 15219  
Telephone: (412) 288-3131  
Facsimile: (412) 288-3063

613729 #50 5-1-07 MCL

Michael E. Lowenstein and Kathleen M. K. Matthews are members in good standing of the Bar of the Commonwealth of Pennsylvania. There are no pending disciplinary proceedings against Mr. Lowenstein and Ms. Matthews in any State or Federal court.

Dated: New York, New York  
May 1, 2007

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Andrew L. Morrison", is written over a horizontal line.

Andrew L. Morrison (ALM 1071)  
REED SMITH LLP  
599 Lexington Avenue  
New York, NY 10022  
Telephone: 212.521.5400  
Facsimile: 212.521.5450

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Zoe F. Feinberg (ZF 7705)  
REED SMITH LLP  
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New York, New York 10022  
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Case No. 07 CV 3245 (WAP)

**AFFIDAVIT OF  
ANDREW L. MORRISON  
IN SUPPORT OF  
MOTION TO ADMIT  
COUNSEL PRO HAC VICE**

STATE OF NEW YORK     )  
                              : ss.:  
COUNTY OF NEW YORK    )

ANDREW L. MORRISON, being duly sworn, hereby deposes and says:

1. I am a member of the bar of this Court and a member of the law firm Reed Smith LLP, counsel for defendant rue21, Inc. ("rue21") in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the motion to admit Michael E. Lowenstein and Kathleen M. K. Matthews as counsel *pro hac vice* to represent rue21 in this matter.

2. I am a member in good standing of the bar of the State of New York, admitted to practice on January 11, 1988. I am also a member in good standing of the bar of the United

States District Court for the Southern District of New York.

3. I have known and worked with Michael E. Lowenstein, a member of Reed Smith LLP, since January 2001. Kathleen M. K. Matthews has been an associate with my firm since September 2002.

4. Mr. Lowenstein was admitted in the Commonwealth of Pennsylvania on November 2, 1981, and is a member in good standing of the Pennsylvania Bar. Annexed hereto as Exhibit "A" is the Certificate of Good Standing for Michael E. Lowenstein, issued on April 26, 2007. I have found Mr. Lowenstein to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

5. Ms. Matthews was admitted in the Commonwealth of Pennsylvania on November 1, 2002, and is a member in good standing of the Pennsylvania Bar. Annexed hereto as Exhibit "B" is the Certificate of Good Standing for Kathleen M. K. Matthews, issued on April 26, 2007. I have worked with Ms. Matthews and find her to be a skilled attorney and a person of integrity. She is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move for the admission of Michael E. Lowenstein and Kathleen M. K. Matthews, *pro hac vice*.

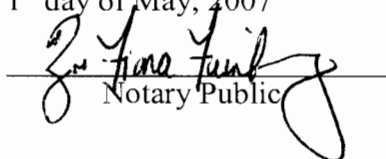
7. I respectfully submit a proposed order granting the admission of Michael E. Lowenstein and Kathleen M. K. Matthews, *pro hac vice*. Annexed hereto as Exhibit "C" is a proposed order granting the motion for admission *pro hac vice*.

**WHEREFORE** it is respectfully requested that the motion to admit Michael E. Lowenstein and Kathleen M. K. Matthews, *pro hac vice*, to represent rue21 in the above captioned matter, be granted.



Andrew L. Morrison

Sworn to before me this  
1<sup>st</sup> day of May, 2007

  
Notary Public

ZOE FIONA FEINBERG  
Notary Public, State of New York  
No. 02FE6140862  
Qualified in New York County  
Commission Expires Feb. 13, 2010



Supreme Court of Pennsylvania

**CERTIFICATE OF GOOD STANDING**

***Michael Edward Lowenstein, Esq.***

**DATE OF ADMISSION**

***November 2, 1981***

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



**Witness my hand and official seal**

**Dated: April 26, 2007**

A handwritten signature in cursive script, reading "Patricia A. Nicola", written over a horizontal line.

Patricia A. Nicola  
Chief Clerk



Supreme Court of Pennsylvania

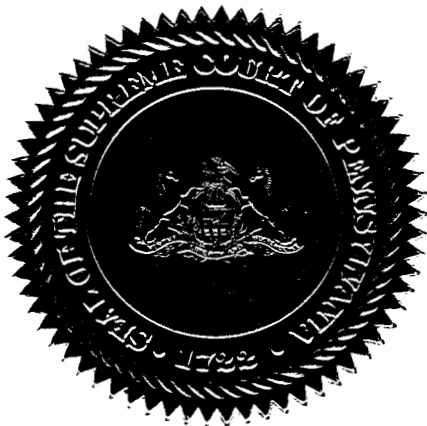
**CERTIFICATE OF GOOD STANDING**

***Kathleen M. K. Matthews, Esq.***

**DATE OF ADMISSION**

***November 1, 2002***

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



**Witness my hand and official seal**

**Dated: April 26, 2007**

A handwritten signature in cursive script, reading "Patricia A. Nicola".

Patricia A. Nicola  
Chief Clerk

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Zoe F. Feinberg (ZF 7705)  
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Case No. 07 CV 3245 (WAP)

**ORDER FOR ADMISSION  
PRO HAC VICE  
ON WRITTEN MOTION**

Upon the motion of Andrew L. Morrison, attorney for defendant rue21, Inc. ("rue21"),  
and said sponsor attorney's affidavit in support;

**IT IS HEREBY ORDERED** that

1. Michael E. Lowenstein  
REED SMITH LLP  
435 Sixth Avenue  
Pittsburgh, Pennsylvania 15219  
Telephone: (412) 288-3131  
Facsimile: (412) 288-3063  
Email: mlowenstein@reedsmith.com

2. Kathleen M. K. Matthews  
REED SMITH LLP  
435 Sixth Avenue  
Pittsburgh, Pennsylvania 15219  
Telephone: (412) 288-3131  
Facsimile: (412) 288-3063  
Email: kmatthews@reedsmith.com

are admitted to practice *pro hac vice* as counsel for rue21 in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov). Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: New York, New York  
May \_\_, 2007

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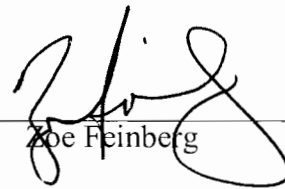
United States District Judge



**CERTIFICATE OF SERVICE**

I, Zoe Feinberg, hereby certify that on the 1st day of May, 2007, I caused a true and correct copy of the foregoing Notice of Motion to Admit Counsel Pro Hac Vice, Affidavit and Exhibits in support thereof, to be served by overnight courier addressed to:

Tony C. Chang, Esq.  
299 Broadway, Suite 1700  
New York, New York 10007



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Zoe Feinberg